

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN
(Southern Division)**

IN RE: QUALITY STORES, INC., ET AL.

QSI HOLDINGS, INC. and QUALITY
STORES, INC.,

Plaintiffs,

v.

DAVID C. BLISS, et al.,

Defendants.

Chapter 11
Case No. GG-01-10662
(Jointly Administered)

Hon. James D. Gregg

Adversary Proceeding
No. 03-88076

Oral Argument
Requested

**MOTION OF DEFENDANTS PETER LAMM
AND RICHARD C. DRESDALE
TO DISMISS AMENDED COMPLAINT**

Now come the Defendants, Peter Lamm and Richard C. Dresdale, and move this Court, pursuant to Federal Rule of Civil Procedure 12(b) and Federal Rule of Bankruptcy Procedure 7012(b), to dismiss the Amended Complaint, filed in the above-captioned adversary proceeding, for failure to state a claim upon which relief can be granted.

In support of their Motion to Dismiss, Messrs. Lamm and Dresdale submit a memorandum in support of the Motion and an appendix of unreported decisions.

WHEREFORE, Messrs. Lamm and Dresdale respectfully request that the Court dismiss the Amended Complaint in its entirety with respect to Defendants Lamm and Dresdale, with prejudice, and order such other relief as the Court deems proper.

Dated: February 14, 2005

Respectfully submitted,

James B. Frakie /s/

James B. Frakie (P25439)
Tolley VandenBosch Korolewicz
& Brengle, PLC
1700 East Beltline, NE
Suite 200
Grand Rapids, MI 49525
(616) 447-1800

Of Counsel

Randall W. Bodner (BBO # 549160)
Peter L. Welsh (BBO #643261)
Gregory O. Kaden (BBO #643849)
Ropes & Gray LLP
One International Place
Boston, MA 02110-2624
(617) 951-7000